

Form 210A (10/06)

**United States Bankruptcy Court
Southern District Of New York**

In re Lehman Brothers Holdings Inc., et al.,

Case No. 08-13555 (JMP)
(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a).
Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of
the transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee

Deutsche Bank AG, London Branch

Name of Transferor

National Rural Utilities Cooperative Finance
Corporation

Name and Address where notices to transferee
should be sent:

Deutsche Bank AG, London Branch
60 Wall Street
3rd Floor
New York, NY 10005
Attention: Rich Vichaidith
Phone: 212-250-5760
Fax: 212-797-8770

Court Claim # (if known): 16210
Amount of Claim: \$24,670,995
Date Claim Filed: September 18, 2009

Phone: N/A

Last Four Digits of Acct #: N/A

Last Four Digits of Acct. #: N/A

Name and Address where transferee payments
should be sent (if different from above):

Phone: 212-250-5760
Last Four Digits of Acct #: N/A

I declare under penalty of perjury that the information provided in this notice is true and correct
to the best of my knowledge and belief.

By: 

Transferee/Transferee's Agent

Date: December 8, 2009

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EXHIBIT C-2 TO
ASSIGNMENT OF CLAIM

EVIDENCE OF TRANSFER OF CLAIM

**TO: CLERK, UNITED STATES BANKRUPTCY COURT FOR
THE SOUTHERN DISTRICT OF NEW YORK**

For value received, the adequacy and sufficiency of which are hereby acknowledged, National Rural Utilities Cooperative Finance Corporation ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **Deutsche Bank AG, London** ("Assignee"), all of Assignor's right, title, interest, claims⁴ and causes of action in and to, or arising under or in connection with Assignor's claims set forth in Proof of Claim Number 16210 in an amount of not less than \$24,670,995 (the "Assigned Claim"), against Lehman Brothers Holdings Inc. (the "Debtor"), the debtor-in-possession in Case No. 08-13555 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101, et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all other proofs of claim filed by Assignor with the Bankruptcy Court in respect of the Assigned Claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim for all purposes, including, without limitation, voting and distribution purposes. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on December 7, 2009.

National Rural Utilities Cooperative Finance Corporation

By: [Signature]
Name: BOB GELER
Title: VP CONTROLLER

Deutsche Bank AG, London

By: [Signature]
Name: Anil Das
Title: Director
Gavin Colquhoun
Managing Director

⁴ As that term is defined in 11 USC § 101(5).